

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref No. __

**ORDER (A) AUTHORIZING THE DEBTORS TO ENTER INTO STIPULATION WITH
THE METROPOLITAN MUSEUM OF ART, (B) APPROVING THE STIPULATION,
AND (C) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (this “Order”)

(a) authorizing the Debtors to enter into the Stipulation, which is attached hereto as Exhibit 1,

(b) approving the Stipulation, and (c) granting certain related relief; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification numbers are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

further notice is necessary; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court having found and determined that the relief set forth in this Order is in the best interests of the Debtors and their estates; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to enter into the Stipulation.
3. The terms of the Stipulation are approved in their entirety.
4. The failure to specifically include or reference any particular term or provision of the Stipulation in this Order shall not diminish or impair the effectiveness of such term or provision.
5. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.
6. The requirements set forth in Bankruptcy Rule 6004(a) are waived.
7. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.
8. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

Dated: _____
Wilmington, Delaware

The Honorable John T. Dorsey
United States Bankruptcy Judge

Exhibit 1

Stipulation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**JOINT STIPULATION
BETWEEN THE FTX DEBTORS
AND THE METROPOLITAN MUSEUM OF ART**

This *Stipulation* (“Stipulation”) is being entered into between (i) the above-captioned debtors and debtors in possession (collectively, “the FTX Debtors”) and (ii) The Metropolitan Museum of Art (the “Met”). The FTX Debtors and the Met are each a “Party” and collectively, the “Parties.”

WHEREAS, on March 23, 2022, West Realm Shires Services Inc. (“WRSS”), one of the FTX Debtors, donated \$300,000.00 to the Met (the “March 23, 2022 Donation”);

WHEREAS, on May 13, 2022, WRSS donated an additional \$250,000.00 to the Met (the “May 13, 2022 Donation”);

WHEREAS, on November 11, 2022 and November 14, 2022 (the “Petition Dates”)² each FTX Debtor, including WRSS, filed a voluntary petition for relief under chapter 11 of title 11 of

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification numbers are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² The petition date applicable to the FTX Debtors is November 11, 2022 except for West Realm Shires, Inc.

the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

WHEREAS, as of the Petition Date, the Met retained possession of the March 23, 2022 Donation and the May 13, 2022 Donation, collectively (“the Donations”), which total \$550,000.00;

WHEREAS, the Met wishes to return the Donations to the FTX Debtors, and the FTX Debtors and the Met have engaged in arm’s length negotiations concerning the return of the Donations.

NOW, THEREFORE, IT IS HEREBY STIPULATED by and among the undersigned counsel for the Parties, and the Bankruptcy Court adopts such joint stipulation and **ORDERS** as follows:

1. **Return of Donations.** The Met will pay to the FTX Debtors the sum of \$550,000.00 constituting the Donations (the “Settlement Amount”) within thirty (30) days after the later of (i) the entry of an order of the Bankruptcy Court approving this Stipulation and (ii) the Met’s receipt of payment instructions and such additional information as is necessary for the Met to properly disburse, record and account for the payment, all to be provided by the FTX Debtors.

2. **Release of Claims.** Upon receipt by the FTX Debtors of the Settlement Amount, each of the Parties unconditionally and irrevocably releases, acquits and forever discharges the other Parties and their officers, members, directors, employees, agents, attorneys and stockholders from any and all claims, counterclaims, demands, liabilities, suits, debts, costs, expenses, and causes of action, at law or in equity, including, but not limited to, claims for interest, compensatory, exemplary, statutory, punitive or restitutionary damages, and expert or attorneys’ fees and costs, arising out of the Donations or the return thereof in the form of the Settlement Amount.

3. **Reservation of Rights.** Except as otherwise set forth in this Stipulation, each Party reserves any and all rights, claims, and defenses against any other Party.

4. **No Admission of Wrongdoing.** This Stipulation does not constitute an admission by any of the Parties of any wrongful action or violation of any federal, state, or commonwealth statutory or common law rights, or any other possible or claimed violation of law or rights. The Stipulation shall not be construed as an admission of liability.

5. **Good Faith and Understanding.** The Parties expressly represent and warrant that this Stipulation is given in good faith and acknowledge that execution of this Stipulation is not the product or result of any duress, economic or otherwise. The Parties represent and warrant that they have read and understand the terms of this Stipulation. The Parties further represent and warrant that each individual signing the Stipulation on behalf of such Party is fully authorized to sign on behalf of said Party.

6. **Cooperation.** Each Party shall cooperate with each other Party and take such actions as are reasonably necessary to obtain approval of this Stipulation by the Bankruptcy Court and entry of approval orders, and to effectuate their terms.

7. **Effectiveness.** This Stipulation shall become effective upon entry of an order of the Bankruptcy Court “so ordering” it. The Parties irrevocably consent to the jurisdiction of the Bankruptcy Court with respect to any action to enforce the terms and provisions of this Stipulation and expressly waive any right to commence any such action in any other forum.

AGREED BY:

June 2, 2023

/s/ Matthew B. McGuire
LANDIS RATH & COBB LLP
Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mcguire@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com

-and-

SULLIVAN & CROMWELL LLP
Andrew G. Dietderich (admitted *pro hac vice*)
James L. Bromley (admitted *pro hac vice*)
Brian D. Glueckstein (admitted *pro hac vice*)
Christopher J. Dunne (admitted *pro hac vice*)
Jacob M. Croke (admitted *pro hac vice*)
Alexa J. Kranzley (admitted *pro hac vice*)
125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
Email: dietdericha@sullcrom.com
bromleyj@sullcrom.com
glueckseinb@sullcrom.com
dunnec@sullcrom.com
crokej@sullcrom.com
kranzleya@sullcrom.com

/s/ David W. Dykhouse

PATTERSON BELKNAP WEBB & TYLER LLP

David W. Dykhouse

1133 Avenue of the Americas

New York, NY 10036

Telephone: (212) 336-2000

Facsimile: (212) 336-2222

Email: dwdykhouse@pbwt.com

Counsel for The Metropolitan Museum of Art